

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

Case number (if known) _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's Name SouthRock Capital Ltda.2. Debtor's unique identifier **For non-individual debtors:**☐ Federal Employer Identification Number (EIN) _____ - _____☒ Other: 11.884.896/0001-35 Describe identifier: Brazilian Tax ID**For individual debtors:**☐ Social Security number: xxx – xx – _____☐ Individual Taxpayer Identification number (ITIN): 9 xx – xx - _____☐ Other _____ Describe identifier _____3. Name of foreign representative(s) Fabio D. Rohr4. Foreign proceeding in which appointment of the foreign representative(s) occurred Brazilian Recuperação Judicial (case number 1153819-28.2023.8.26.0100) pending before the 1st Bankruptcy and Judicial Recovery Court of the Central Court of the District of São Paulo/SP5. Nature of the foreign proceeding *Check one:*
☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding6. Evidence of the foreign proceeding
☐ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☒ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.True and correct copy and English Translations of (i) the foreign court's decision granting the Debtor's petition; and (ii) corporate resolution appointing the foreign representative.7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?
☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
☒ Yes

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor.
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition; and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Brazil

Debtor's registered office:

Avenida Paulista, 1294,
Number Street

14 andar, sala 14, Bela Vista
P.O. Box

São Paulo-SP, CEP 01310-915

City State/Province/Region Zip/Postal Code

Brazil

Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region Zip/Postal Code

Country

Address of foreign representative(s):

Avenida Paulista, 1294,
Number Street

14 andar, sala 14, Bela Vista
P.O. Box

São Paulo-SP, CEP 01310-915

City State/Province/Region Zip/Postal Code

Brazil

Country

10. Debtors website (URL)

<https://southrock.com.br/en/>

11. Type of debtor

Check one:

☒ Non-individual (*check one*):

☒ Corporation. Attach a corporate ownership statement containing the information containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership

☐ Other. Specify: _____

☐ Individual

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

X /s/ Fabio D. Rohr
Signature of foreign representative

Fabio D. Rohr
Printed name

Executed on 06/12/2024
MM / DD / YYYY

X _____
Signature of foreign representative

Printed name

Executed on _____
MM / DD / YYYY

14. Signature of attorney

X /s/ Patricia B. Tomasco
Signature of Attorney for foreign representative

Date 06/12/2024
MM / DD / YYYY

Patricia B. Tomasco
Printed name

Quinn Emanuel Urquhart & Sullivan, LLP
Firm name

700 Louisiana, Suite 3900
Number Street

Houston Texas 77002
City State Zip Code

713-221-7000 pattytomasco@quinnemanuel.com
Contact phone Email address

SBN 01797600 Texas
Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
SouthRock Capital Ltda., <i>et al.</i> ¹	§	Case No. 24-
Debtors in Foreign Proceeding.	§	Chapter 15
	§	(Joint Administration Pending)
	§	
	§	

**JOINT CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(4)(A) AND 7007.1**

Fabio David Rohr, in his capacity as Foreign Representative (the “Foreign Representative”) of SouthRock Capital Ltda. (“SouthRock”), Americana Franquia S.A. (“Americana”), Brazil Airport Restaurantes S.A. (“Brazil Airport”), HB Participações S.A. (“HBP”), SRC 5 Participações Ltda. (“SRC 5”), SRC 6 Participações Ltda. (“SRC 6”), SRC Holding Participações S.A. (“SRC Holding”), SR N Participações S.A. (“SRN”), Star Participações S.A. (“Star”), Starbucks Brasil Comércio de Cafés Ltda. (“Starbucks Brazil”), SW do Brasil Ltda. (“SWB”), SW Stores do Brasil (“SWS”), and Wahalla Ltda. (“Wahalla”) (collectively, the “Debtors”) in the Brazilian insolvency proceeding, case number “1153819-28.2023.8.26.0100,” pending before the 1st Bankruptcy Court of the Central Forum of São Paulo, Brazil (the “Brazilian Insolvency Proceeding”), hereby declares as follows:

1. A corporate structure of the group to which the Debtors belong is enclosed hereto as **Exhibit A**.

¹ The debtors in these chapter 15 cases, along with the last four digits of each debtor’s Brazilian tax identification number, are as follows: (a) SouthRock Capital Ltda. (01-35); (b) Americana Franquia S.A. (01-51); (c) Brazil Airport Restaurantes S.A. (01-73); (d) HB Participações S.A. (01-57); (e) SRC 5 Participações Ltda. (01-02); (f) SRC 6 Participações Ltda. (01-41); (g) SRC Holding Participações S.A. (01-74); (h) SR N Participações S.A. (01-01); (i) Star Participações S.A. (01-09); (j) Starbucks Brasil Comércio de Cafés Ltda. (01-00); (k) SW do Brasil Ltda. (01-20); (l) SW Stores do Brasil Ltda. (01-36); and (m) Wahalla Ltda. (01-10). The Debtors’ mailing and service address is Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

2. The following entity owned 10 percent or more of SouthRock as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, this entity continues to own 10 percent or more of SouthRock as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SouthStone Capital LLC	89.999 percent of SouthRock

3. The following entity owned 10 percent or more of HBP, SRN, SRC Holding, SRC 5, and SRC 6 as of (a) October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced; and (b) March 11, 2024, the date on which SRN and SRC 5 commenced their *recuperaçao judicial* proceeding before the Brazilian Bankruptcy Court (case number 1035517-06.2024.8.26.0100), which was later merged with the Brazilian Insolvency Proceeding. Upon information and belief, this entity continues to own 10 percent or more of HBP, SRN, SRC Holding, SRC 5, and SRC 6 as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SouthRock	99.9 percent of HBP, SRN, SRC Holding, SRC 5, and SRC 6

4. The following entity owned 10 percent or more of Brazil Airport as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, this entity continues to own 10 percent or more of Brazil Airport as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SouthRock Foods S.A.	73.55% percent of Brazil Airport

5. The following entity owned 10 percent or more of Star as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, this

entity continues to own 10 percent or more of Star as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SouthRock Foods S.A.	86.56 percent of Star

6. The following entity owned 10 percent or more of Starbucks Brasil as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, this entity continues to own 10 percent or more Starbucks Brasil as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
Star Participações S.A.	99.999 percent of Starbucks Brasil

7. The following entities owned 10 percent or more of Americana as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, these entities continue to own 10 percent or more of Americana as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
Sport Participações S.A.	65 percent of Americana
Trend Casual Participações S.A.	35 percent of Americana

8. The following entity owned 10 percent or more of SWB (formerly Subway do Brasil Ltda.) as of (a) October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced; and (b) March 11, 2024, the date when SWB commenced its *recuperação judicial* proceeding before the Brazilian Bankruptcy Court (case number 1035517-06.2024.8.26.0100), which was later merged with the Brazilian Insolvency Proceeding. Upon information and belief, this entity continues to own 10 percent or more of SWB as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SW Brazil S.A.	100 percent of SWB

9. The following entity owned 10 percent or more of SWS (formerly Subway Stores do Brasil Ltda.) as of (a) October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced; and (b) March 11, 2024, the date on which SWB commenced its *recuperação judicial* proceeding before the Brazilian Bankruptcy Court (case number 1035517-06.2024.8.26.0100), which was later merged with the Brazilian Insolvency Proceeding. Upon information and belief, this entity continues to own 10 percent or more of SWB as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SWB	100 percent of SWS

10. The following entity owned 10 percent or more of Wahalla as of October 31, 2023, the date on which the Brazilian Insolvency Proceeding commenced. Upon information and belief, this entity continues to own 10 percent or more of Wahalla as of the commencement of these chapter 15 cases.

Entity	Percentage of Ownership Interest
SouthRock Lab. Ltda.	99.9% of Wahalla

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

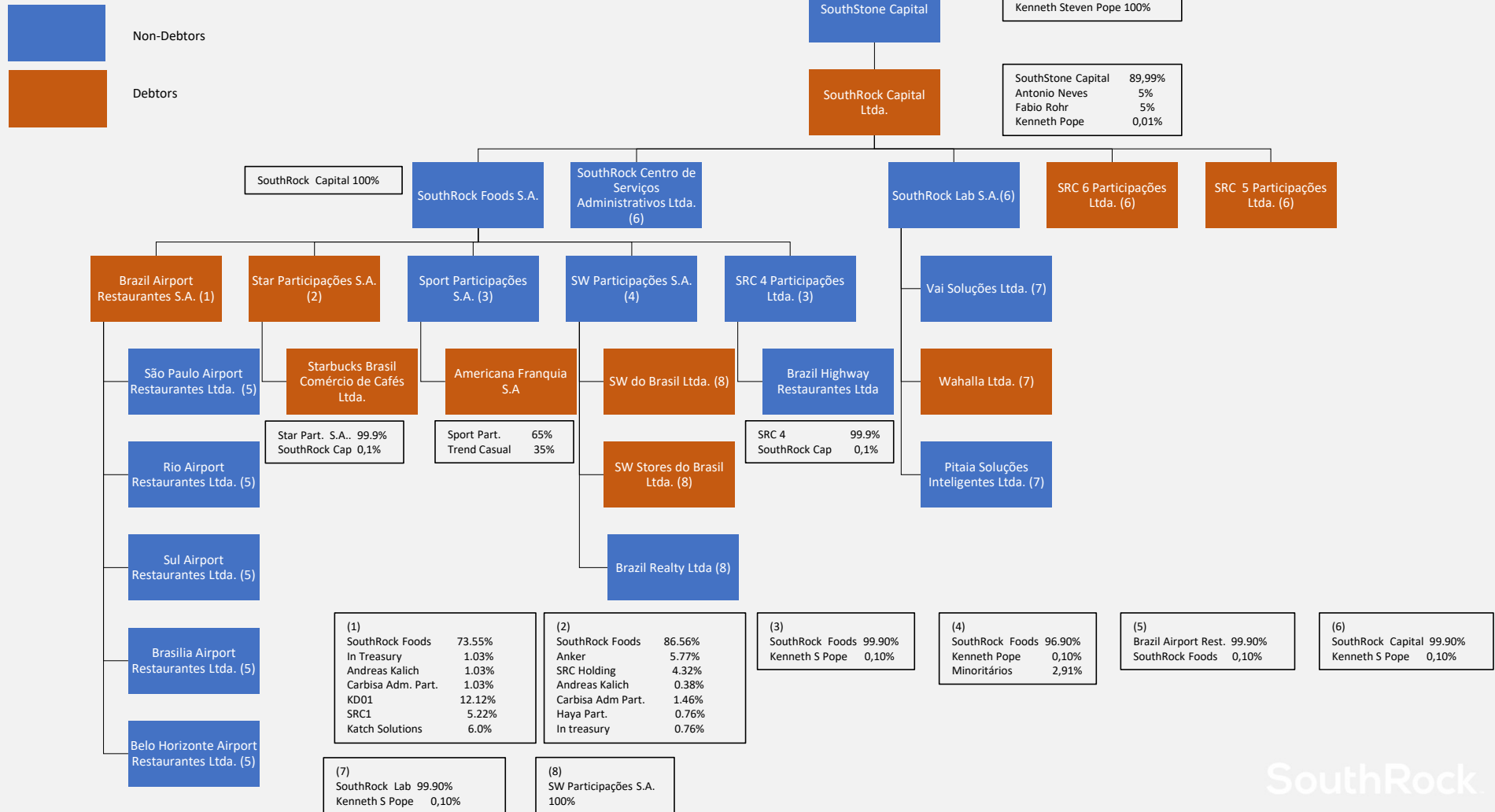
Executed on June 12th, 2024

/s/ Fabio D. Rohr

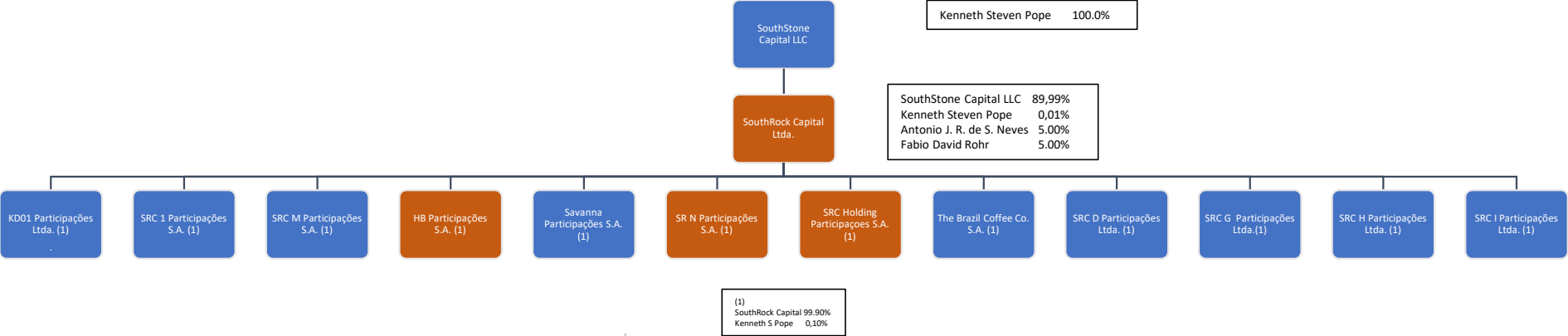
Foreign Representative of SouthRock Capital Ltda., Americana Franquia S.A., Brazil Airport Restaurantes S.A., HB Participações S.A., SRC 5 Participações Ltda., SRC 6 Participações Ltda., SRC Holding Participações S.A., SR N Participações S.A., Star Participações S.A., Starbucks Brasil Comércio de Cafés Ltda., SW do Brasil Ltda., SW Stores do Brasil Ltda., and Wahalla Ltda.

Exhibit A

Corporate Structure (i)



Corporate Structure (2)



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>SouthRock Capital Ltda., <i>et al.</i>¹</p> <p style="text-align: right;">Debtors in Foreign Proceeding.</p>	§ § § § § § § §	<p>Case No. 24-</p> <p>Chapter 15</p> <p>(Joint Administration Pending)</p>
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**JOINT STATEMENT PURSUANT TO FEDERAL RULE OF BANKRUPTCY
PROCEDURE 1007(a)(4)(B) AND BANKRUPTCY CODE SECTION 1515(c)**

Fabio David Rohr (“Rohr”), in his capacity as Foreign Representative (the “Foreign Representative”) of SouthRock Capital Ltda. (“SouthRock”), Americana Franquia S.A. (“Americana”), Brazil Airport Restaurantes S.A. (“Brazil Airport”), HB Participações S.A. (“HBP”), SRC 5 Participações Ltda. (“SRC 5”), SRC 6 Participações Ltda. (“SRC 6”), SRC Holding Participações S.A. (“SRC Holding”), SR N Participações S.A. (“SRN”), Star Participações S.A. (“Star”), Starbucks Brasil Comércio de Cafés Ltda. (“Starbucks Brazil”), SW do Brasil Ltda. (“SWB”), SW Stores do Brasil Ltda. (“SWS”), and Wahalla Ltda. (“Wahalla”) (collectively, the “Debtors”) in the Brazilian insolvency proceeding, case number “1153819-28.2023.8.26.0100,” pending before the 1st Bankruptcy Court of the Central Forum of São Paulo, Brazil (the “Brazilian Insolvency Proceeding”), hereby files this statement pursuant to Rule 1007(a)(4)(B) of the Federal Rules of Bankruptcy Procedure and section 1515(c) of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”), and states as follows:

¹ The debtors in these chapter 15 cases, along with the last four digits of each debtor’s tax identification number in Brazil, are as follows: (a) SouthRock Capital Ltda. (01-35); (b) Americana Franquia S.A. (01-51); (c) Brazil Airport Restaurantes S.A. (01-73); (d) HB Participações S.A. (01-57); (e) SRC 5 Participações Ltda. (01-02); (f) SRC 6 Participações Ltda. (01-41); (g) SRC Holding Participações S.A. (01-74); (h) SR N Participações S.A. (01-01); (i) Star Participações S.A. (01-09); (j) Starbucks Brasil Comércio de Cafés Ltda. (01-00); (k) SW do Brasil Ltda. (01-20); (l) SW Stores do Brasil Ltda. (01-36); and (m) Wahalla Ltda. (01-10). The Debtors’ mailing and service address is Avenida Paulista, 1294, 14^o andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

LIST OF DIRECTORS

I. SouthRock, Brazil Airport, HBP, SRC 5, SRC 6, SRC Holding, SRN, and Wahalla

1. The following individuals are the directors of SouthRock, Brazil Airport, HBP, SRN, SRC Holding, SRC 5, SRC 6, and Wahalla, and they are authorized to administer these Debtors in the Brazilian Insolvency Proceeding:

- a. Kenneth Steven Pope (“Pope”);
- b. Antonio Jose Roheta Neves (“Neves”); and
- c. Rohr.

2. Also, Rohr has the power and authority to administer the reorganization of these Debtors as their Foreign Representative in the respective chapter 15 cases following the related appointment by the board of directors of SouthRock, Brazil Airport, HBP, SRC 5, SRC 6, SRC Holding, SRN, and Wahalla.

3. The address of the above-mentioned individuals is c/o Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

II. Americana

4. The following individuals are the directors of Americana, and they are authorized to administer this Debtor in the Brazilian Insolvency Proceeding:

- a. Neves; and
- b. Rohr.

5. Also, Rohr has the power and authority to administer the reorganization of this Debtor as its Foreign Representative in the respective chapter 15 case following the related appointment by the board of directors of Americana.

6. The address of the above-mentioned individuals is c/o Avenida Paulista, 1294, 14º

andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

III. Star

7. The following individuals are the directors of Star, and they are authorized to administer this Debtor in the Brazilian Insolvency Proceeding:

- a. Pope; and
- b. Rohr.

8. Also, Rohr has the power and authority to administer the reorganization of this Debtor as its Foreign Representative in the respective chapter 15 case following the related appointment by the board of directors of Star.

9. The address of the above-mentioned individuals is c/o Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

IV. Starbucks Brasil

10. The following individuals are the directors of Starbucks Brasil, and they are authorized to administer this Debtor in the Brazilian Insolvency Proceeding:

- a. Claudia Marisa da Silva Malaguerra;
- b. Pope;
- c. Neves; and
- d. Rohr.

11. Also, Rohr has the power and authority to administer the reorganization of this Debtor as its Foreign Representative in the respective chapter 15 case following the related appointment by the board of directors of Starbucks Brasil.

12. The address of the above-mentioned individuals is c/o Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

V. SWB and SWS

13. The following individual is the sole director of SWB and SWS, and he is authorized to administer these Debtors in the Brazilian Insolvency Proceeding:

a. Pope.

14. Also, Rohr has the power and authority to administer the reorganization of these Debtors as their Foreign Representative in the respective chapter 15 cases following the related appointment by SWB and SWS's sole director.

15. The address of the above-mentioned individuals is c/o Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, São Paulo/SP, CEP 01310-915, Brazil.

**LITIGATION IN THE UNITED STATES TO WHICH
THE DEBTORS ARE PARTIES**

16. The Foreign Representative is aware of the following litigation in the United States to which SouthRock, Starbucks Brasil, and Brazil Airport are parties:

a. *Banco Votorantim S.A. v. Kenneth Steven Pope*, et al., Case No. 2024-008379-CA-01 (Fla. 11th Cir. Ct.).

17. The Foreign Representative is aware of the following litigation in the United States to which SouthRock and Starbucks Brasil are parties:

b. *Banco Votorantim S.A. v. Starbucks Brasil Comercio De Cafes Ltda.*, et al., Case No. 24-4261-467 (Tex. 467th Dist. Ct.).

ENTITIES AGAINST WHOM PROVISIONAL RELIEF IS BEING SOUGHT

18. The Foreign Representative seeks a stay of any and all actions against the Debtors, Pope, and their assets in the United States. Attached as **Schedule A** is a list of all known entities that may be affected by the provisional relief sought. The Foreign Representative reserves all rights to amend said list.

ADDITIONAL FOREIGN PROCEEDINGS

19. The Foreign Representative is not aware of additional foreign proceedings.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 12th, 2024

/s/ Fabio D. Rohr

Foreign Representative of SouthRock Capital Ltda., Americana Franquia S.A., Brazil Airport Restaurantes S.A., HB Participações S.A., SRC 5 Participações Ltda., SRC 6 Participações Ltda., SRC Holding Participações S.A., SR N Participações S.A., Star Participações S.A., Starbucks Brasil Comércio de Cafés Ltda., SW do Brasil Ltda., SW Stores do Brasil Ltda., and Wahalla Ltda.

Schedule A

Entity	Address
Ativos Especiais II - Fundo de Investimento em Direitos Creditórios – NP	<p>Rua Gilberto Sabino, nº. 215, 4th floor São Paulo – SP, Brazil, CEP 05425-020</p> <p>Justin M. Ellis Lauren F. Dayton Catherine Martinez MOLOLAMKEN LLP 430 Park Avenue New York, New York 10022 (jellis@mololamken.com) (ldayton@mololamken.com) (cmartinez@mololamken.com)</p>
Ativos Especiais III - Fundos de Investimento em Direitos Creditórios – NP	<p>Rua Gilberto Sabino, nº. 215, 4th floor São Paulo – SP, Brazil, CEP 05425-020</p> <p>Justin M. Ellis Lauren F. Dayton Catherine Martinez MOLOLAMKEN LLP 430 Park Avenue New York, New York 10022 (jellis@mololamken.com) (ldayton@mololamken.com) (cmartinez@mololamken.com)</p>
Banco Modal S.A.	<p>Praia de Botafogo, 501, 10º andar, Torre Pao de Açúcar Rio de Janeiro – RJ, Brazil, CEP 22250-040</p> <p>Toby L. Gerber Norton Rose Fulbright US LLP 2200 Ross Ave., Ste 3600 Dallas, TX 75201 (toby.gerber@nortonrosefulbright.com)</p>

Entity	Address
Banco Votorantim S.A.	<p>Avenida das Nacoes Unidas, 14171, Torre A, 10° andar, São Paulo, SP, Brazil, 04794-000</p> <p>Raul Torrao, Esq. Vialex Law P.A. 2875 NE 191st St Ste 500 Aventura, FL 33180-2832 (rtorrao@vialexlaw.com)</p>
Ibiuna Crédito Gestão de Recursos Ltda.	<p>Av. São Gabriel, 477, 15° andar, Jardim Paulista, São Paulo, SP, Brasil, 01435-001</p> <p>Christopher R Bankler Jackson Walker LLP 2323 Ross Ave. Suite 600 Dallas, TX 75201 (cbankler@jw.com)</p> <p>Gabriela M. Scanlon 4301 50th Street NW, 1st Floor Washington, D.C., 20016 (gabriela@mbscanlon.com)</p>
TGI Fridays Franchisor, LLC	<p>19111 North Dallas Parkway Suite 165 Dallas, Texas USA 75287 Facsimile: (972) 662-5636</p>

Entity	Address
Travessia Securitizadora de Créditos Financeiros S.A.	<p>R. Bandeira Paulista, 600, cj 44, Itaim Bibi, São Paulo, SP, 04532-001, Brazil</p> <p>Christopher R Bankler Jackson Walker LLP 2323 Ross Ave. Suite 600 Dallas, TX 75201 (cbankler@jw.com)</p> <p>Gabriela M. Scanlon 4301 50th Street NW, 1st Floor Washington, D.C., 20016 (gabriela@mbscanlon.com)</p>
Travessia Securitizadora de Créditos Financeiros XXXII S.A.	<p>R. Bandeira Paulista, 600, cj 44, Itaim Bibi, São Paulo, SP, 04532-001, Brazil</p> <p>Christopher R Bankler Jackson Walker LLP 2323 Ross Ave. Suite 600 Dallas, TX 75201 (cbankler@jw.com)</p> <p>Gabriela M. Scanlon 4301 50th Street NW, 1st Floor Washington, D.C., 20016 (gabriela@mbscanlon.com)</p>